

EXHIBIT D



Attorneys
 100 Jericho Quadrangle, Suite 300, Jericho, New York 11753
 516.479.6300
www.SilvermanAcampora.com

Invoice submitted to:

Fed ID # 11-3489052

Official Committee of Unsecured Creditors

Invoice Date: May 16, 2017

066648 1 Client # 066648 Official Committee of Unsecured Creditors
 Matter # 1 Dowling College

Invoice # 118709

Professional services

			<u>Hours</u>	<u>Amount</u>
<u>Asset Sale</u>				
04/03/17	RJF	Conference with Kenneth P. Silverman regarding regarding preparation for Oakdale campus auction; review bid procedures	0.20	117.00
04/03/17	KPS	Conference with Ronald J. Friedman regarding continuing discussion regarding Oakdale auction bid procedure	0.20	139.00
04/04/17	RJF	Conference with Kenneth P. Silverman and Brian Powers regarding Oakdale auction and negotiations for unsecured creditor carve-out	0.40	234.00
04/04/17	RJF	Prepare for and attend auction sale; numerous conferences with parties	6.40	3,744.00
04/04/17	KPS	Telephone call from Matt Roseman regarding client's bid and auction confirmation process	0.20	139.00
04/04/17	KPS	Telephone call to Sean Southard regarding auction and confirmation of bid process	0.30	208.50
04/04/17	KPS	Conference with Brian Powers and Ronald J. Friedman regarding Oakdale auction and negotiations for unsecured creditor carve-out	0.40	278.00
04/04/17	KPS	Conference with Brian W. Powers and Ronald J. Friedman regarding Oakdale auction and negotiations for unsecured creditor carve-out	0.40	278.00
04/04/17	BWP	Attend auction of Oakdale campus	6.40	2,080.00

066648	Committee	Unsecured Creditors	Invoice # 118709	Page 2
04/04/17	BWP	Draft correspondence to Committee members regarding results of Oakdale auction	0.20	65.00
04/04/17	BWP	Conference with Kenneth P. Silverman and Ronald J. Friedman regarding Oakdale auction and negotiations for unsecured creditor carve-out	0.40	No Charge
04/05/17	RJF	Conference call with Kenneth P. Silverman and Andy Gold of Herrick law firm counsel to Amity University regarding sale of Oakdale campus	0.50	292.50
04/05/17	RJF	Conference call with Kenneth P. Silverman and Sean Southard regarding Princeton Group's request regarding title policies review and Oakdale campus sale	0.30	175.50
04/05/17	RJF	Conference with Kenneth P. Silverman regarding Oakdale campus sale and status of bids	0.30	175.50
04/05/17	KPS	Conference with Ronald J. Friedman and Andy Gold of Herrick law firm counsel to Amity University regarding sale of Oakdale campus	0.50	347.50
04/05/17	KPS	Conference with Ronald J. Friedman and Sean Southard regarding Princeton Group's request regarding title policies review and Oakdale campus sale	0.30	208.50
04/05/17	KPS	Conference with Ronald J. Friedman regarding Oakdale campus sale and status of bids	0.30	208.50
04/05/17	KPS	Telephone call to Andy Gold regarding status of bid and auction process	0.30	208.50
04/05/17	KPS	Telephone call from Andrew Gold regarding status of auction bid and bid process and confirmation of bid	0.30	208.50
04/05/17	KPS	Telephone call from Andrew Gold regarding withdrawal of client's bid and ramifications for auction selection process	0.20	139.00
04/05/17	KPS	Conference with Ronald J. Friedman regarding withdrawal of bid and ramifications for auction selection process	0.20	No Charge
04/05/17	KPS	Conference with Ronald J. Friedman regarding selecting winning auction bid, securing additional deposit and financial information determining back-up bids and related issues	0.40	No Charge
04/05/17	BWP	Review e-mails from Sean Southard regarding status of selecting highest and best bid	0.20	65.00
04/06/17	RJF	Conference call with Debtor and Lenders and their professionals regarding bids received and highest and best offer for Oakdale assets following bankruptcy	0.80	468.00
04/06/17	RJF	Conference with Brian Powers regarding Committee meeting notes and recommendations relating to sale	0.20	117.00

066648	Committee	Unsecured Creditors	Invoice # 118709	Page 3
		hearing. Review proposed form of sale order		
04/06/17	RJF	Telephone call with Brian Pfeiffer regarding auction sale and upcoming hearing	0.30	175.50
04/06/17	RJF	Telephone call with Sean Southard regarding asset sale and auction	0.20	117.00
04/06/17	BWP	Review e-mail from Sean Southard regarding selection of successful bidder for Oakdale campus	0.10	32.50
04/07/17	RJF	Conference call with Debtor's counsel, secured creditors and brokers regarding highest and best submissions	1.00	585.00
04/07/17	RJF	Conference with Kenneth P. Silverman and Brian Powers regarding hearing preparation	0.50	292.50
04/07/17	RJF	Telephone call from Sean Southard regarding Matt Roseman, Cullen Dykman correspondence	0.20	117.00
04/07/17	RJF	Receive and review correspondence from Sean Southard regarding NYAG call	0.30	175.50
04/07/17	KPS	Conference with Ronald J. Friedman and Brian Powers regarding hearing preparation	0.50	No Charge
04/07/17	KPS	Conference with Ronald J. Friedman regarding preparation for hearing on approval of asset purchase agreement of Princeton; discuss bid deposit; financial viability and back-up bid	0.40	No Charge
04/07/17	BWP	Review declaration of Robert Rosenfeld in further support of sale of Oakdale Campus	0.40	130.00
04/07/17	BWP	Review Debtor's supplemental statement in further support of sale of Oakdale Campus	0.50	162.50
04/07/17	BWP	Review notice of proposed sale of 96 Biltmore Avenue, Oakdale, New York; review related documents in connection with determination of value	0.30	97.50
04/07/17	BWP	Review notice of proposed sale of 90 Elsmere Avenue, Oakdale, New York; review related documents in connection with determination of value	0.30	97.50
04/07/17	BWP	Review notice of proposed sale of 8 Idle Hour Blvd, Oakdale, New York; review related documents in connection with determination of value	0.30	97.50
04/07/17	BWP	Review e-mail from Sean Southard regarding NYS attorney general review of Oakdale Campus sale	0.20	65.00
04/08/17	BWP	Review e-mails from Sean Southard and Attorney General's office regarding analysis of Oakdale campus sale	0.20	65.00
04/10/17	KPS	Prepare for Omnibus hearing on approval of sale of Oakdale campus; retention of broker to sell IP addresses and related relief	2.00	1,390.00
04/10/17	KPS	Prepare for and attend hearing on approval of sale of	3.50	2,432.50

066648	Committee	Unsecured Creditors	Invoice # 118709	Page	4
		Oakdale campus; retention of broker to sell IP addresses; treatment of personal property and related status issues			
04/10/17	BWP	Review revisions to proposed sale order circulated by Debtor's counsel	0.30		97.50
04/12/17	BWP	Review notice of proposed sale of 27 Chateau Drive, Oakdale, NY; review related documents in connection with determination of value	0.30		97.50
04/13/17	KPS	Review notice of no objection to sale and memo to Brian Powers	0.10		69.50
04/20/17	RJF	Review Neil Bivona email regarding residential real property sale	0.20		117.00
04/21/17	KPS	Review notices concerning sale of residential units	0.10		69.50
04/27/17	RJF	Receive and review correspondence from Bob Rosenfeld regarding FFE status of liquidation at both Brookhaven and Oakdale campuses	0.20		117.00
		Subtotal			
		Asset Sale			
			32.70		\$16,497.00

Case Administration

04/07/17	KPS	Conference with Brian Powers regarding preparation for hearing on approval of auction process, sale of IP addresses, continuing DIP financing motion and related motions	0.50		347.50
04/07/17	KPS	Memorandum to Anthony C. Acampora regarding KPMG counsel's notice of appearance	0.10		69.50
04/07/17	KPS	Conference with Brian Powers regarding preparation for hearings on status, auction and Hilco retention and sale of IP addresses	0.20		No Charge
04/07/17	BWP	Telephone call with Lauren Kiss regarding 4/10 hearings and status of KPMG Rule 2004 motion	0.20		65.00
04/07/17	BWP	Review notice of agenda for 4/10 hearings filed by the Debtor	0.20		65.00
04/07/17	BWP	Conference with Kenneth P. Silverman and Ronald J. Friedman regarding preparation for 4/10 hearings	0.50		162.50
04/10/17	BWP	Prepare for and attend hearings on confirmation of sale of Oakdale campus, sale of IP addresses, Hilco retention application, procedures for disposition of non-estate property, and KPMG Rule 2004 motion	3.40		1,105.00
04/11/17	BWP	Conference with Kenneth P. Silverman regarding liens on intellectual property and turnover of personnel files	0.20		65.00
04/11/17	KPS	Conference with Brian Powers regarding liens on intellectual property and turnover of personnel files	0.20		139.00
04/11/17	KPS	Review case materials and prepare outline for next	0.30		208.50

066648	Committee	Unsecured Creditors	Invoice # 118709	Page	5
		creditor committee's meeting			
04/12/17	KPS	Telephone call to Sean Southard regarding scheduling conference with debtor and client restructuring officer to discuss case status	0.10		69.50
04/12/17	BWP	Review e-mail from Sean Southard regarding meeting between Debtor's counsel and Committee counsel and topics for same (.1); conference with Kenneth P. Silverman regarding topics for meeting with Debtor's counsel (.2); draft correspondence to Ronald J. Friedman regarding same (.1)	0.40		130.00
04/12/17	BWP	Review and reply to e-mail from Lori Zaikowski regarding sale of IP addresses and Debtor's intention for document destruction	0.30		97.50
04/12/17	BWP	Review entered orders authorizing: (i) sale of Oakdale campus, (ii) sale of IP addresses, (iii) continued DIP financing, (iv) retention of Hilco, and (v) procedures for disposition of non-estate assets	0.80		260.00
04/13/17	KPS	Conference with Ronald J. Friedman regarding preparation for status conference with debtor's counsel and restructuring officer	0.30		208.50
04/13/17	KPS	Conference with Brian Powers regarding review of agenda for preparation of conference with debtor's counsel	0.20		139.00
04/13/17	BWP	Review Debtor's monthly operating report	0.30		97.50
04/13/17	BWP	Conference with Kenneth P. Silverman regarding issues to be raised at meeting with Debtor's counsel	0.20		65.00
04/14/17	KPS	Review Debtor's motion for order approving and authorizing procedure for disposition of Debtor's records	0.20		139.00
04/14/17	BWP	Review Debtor's draft motion to dispose of documents	0.80		260.00
04/17/17	BWP	Prepare agenda for meeting with Debtor's representatives	0.20		65.00
04/18/17	RJF	Prepare for and conduct meeting with Sean Southard, Lauren Kiss and Neil Bivona, Bob Rosenfeld (on telephone) regarding pending items and anticipated upcoming required items; discuss Brookhaven sale process and timing	2.80		1,638.00
04/18/17	KPS	Review documents in preparation of conference with debtor's counsel and chief restructuring officer	0.30		208.50
04/18/17	KPS	Prepare for and conduct case status conference with debtor's counsel, chief restructuring officer, Ronald J. Friedman and Brian Powers	2.80		1,946.00
04/18/17	KPS	Conference with Brian Powers regarding general case administration and communication with	0.30		208.50

066648	Committee	Unsecured Creditors	Invoice # 118709	Page	6
		creditor's committee			
04/18/17	BWP	Review information provided by Debtor regarding proposed document retention and destruction	0.50		162.50
04/18/17	BWP	Conference with Kenneth P. Silverman regarding update to Committee members	0.30		97.50
04/18/17	BWP	Attend meeting with Debtor's counsel and CRO regarding case status and matters moving forward	2.80		910.00
04/19/17	KPS	Telephone call to Robert Rosenfeld regarding sale of residential property; document retention protocol; zoning issues for Brookhaven and related issues	0.40		278.00
04/19/17	BWP	Draft correspondence to Committee members regarding meeting with Debtor's counsel and CRO and next steps in case; review replies	0.50		162.50
04/20/17	RJF	Review correspondence with Committee members regarding record retention and obligations relating to student files and employment files	0.30		175.50
04/20/17	KPS	Conference with Brian Powers regarding treatment of student, faculty, employee and administration personnel files	0.20		139.00
04/20/17	BWP	Review and reply to multiple e-mails from Lori Zaikowski regarding document retention issues	0.40		130.00
04/24/17	BWP	Telephone call with Lauren Kiss regarding priority claims analysis and filing of fee applications	0.20		65.00
04/25/17	KPS	Conference with Brian Powers regarding committee request to preserve faculty and administration intellectual property	0.20		139.00
04/25/17	BWP	Review information provided by Neil Bivona regarding retention of electronic data (.2); conference with Kenneth P. Silverman regarding same and input by Committee members (.2); draft correspondence to Committee members regarding same (.1)	0.50		162.50
04/26/17	KPS	Conference with Brian Powers regarding continuing document and technology retention program and protocol; review committee note on retention targets	0.20		139.00
04/26/17	BWP	Review and reply to e-mails from Lori Zaikowski regarding retention of electronic data	0.20		65.00
04/27/17	RJF	Telephone call from Ian Hamel counsel to Oppenheimer regarding analysis of priority claims and negotiations regarding resolution with DIP lenders and Committee. Discuss FFE disposition at Oakdale	0.30		175.50
04/27/17	KPS	Conference with Brian Powers regarding committee response to document retention program	0.10		69.50
04/27/17	BWP	Review and reply to e-mails from Lori Zaikowski regarding preservation of electronic data; draft	0.30		97.50

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	correspondence to Neil Bivona regarding same			
	Subtotal	Case Administration	23.20	\$10,727.00
	<u>Claims Admin/Ob</u>			
04/07/17	KPS	Conference with Brian W. Powers regarding status of claims and analysis of same	0.20	139.00
04/07/17	KPS	Review claims chart and memo to Brian Powers	0.30	208.50
04/07/17	BWP	Conference with Kenneth P. Silverman regarding status of claims and analysis of same	0.20	65.00
04/12/17	KPS	Review class certification adversary proceeding and confer with Brian Powers	0.30	208.50
04/17/17	BWP	Review Garden City Group's claims analysis in connection with carve-out discussions with secured creditors	1.70	552.50
04/19/17	KPS	Conference with Brian Powers regarding review of claims	0.20	No Charge
04/21/17	KPS	Conference with Brian Powers regarding preparation for claims analysis	0.10	No Charge
04/25/17	KPS	Conference with Gary Fishoff regarding WARN Act issues	0.20	139.00
04/25/17	BWP	Review priority claims filed against the Debtor's estate and prepare analysis of potential exposure	1.80	585.00
	Subtotal	Claims Admin/Ob	5.00	\$1,897.50
	<u>Creditors Meeting</u>			
04/05/17	KPS	Conference with Brian Powers regarding preparation for creditor committees' conference; review agenda and claims	0.20	139.00
04/05/17	KPS	Prepare for and conduct conference with creditors' committee regarding auction and sale process, claims, WARN Act claims, pending discovery with KPMG, Directors' and Officers' issues and related matters	1.50	1,042.50
04/05/17	BWP	Draft agenda for Committee meeting relating to Oakdale sale and other matters	0.30	97.50
04/05/17	BWP	Attend Committee meeting relating to Oakdale sale and other matters	1.50	487.50
04/10/17	KPS	Conference with Brian Powers regarding post-hearing memo to creditors' committee on sale and related applications; discuss entry of sale order	0.20	No Charge
	Subtotal	Creditors Meeting	3.70	\$1,766.50
	<u>Fee Application</u>			
04/07/17	BWP	Review monthly fee statement of Eichen & DiMeglio	0.30	97.50

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04/12/17	BWP	Review Fourth Report by RSR Consulting, LLC relating to compensation earned in March 2017	0.20	65.00
04/14/17	BWP	Revise legal bill for compliance with UST guidelines	1.80	No Charge
04/17/17	BWP	Review monthly fee statement of Klestadt, Winters, Jureller, Southard, and Stevens	0.50	162.50
04/20/17	BWP	Draft first interim fee application of SilvermanAcampora	3.80	1,235.00
04/21/17	BWP	Review monthly fee statement of FPM Group	0.20	65.00
04/24/17	JFB	Review and revise SA first interim fee application (.5) and confer with Brian Powers regarding same (.2)	0.70	210.00
04/24/17	BWP	Conference with Janet F. Brunell regarding revisions to first interim fee application	0.20	65.00
04/24/17	BWP	Draft first interim fee application of SilvermanAcampora	4.20	1,365.00
04/25/17	BWP	Revise first interim fee application of SilvermanAcampora	2.30	747.50
04/26/17	BWP	Revise first interim fee application of SilvermanAcampora in connection with large case guidelines	0.80	260.00
04/27/17	BWP	Review monthly fee statement of Smith & Downey	0.20	65.00
		Subtotal	Fee Application	
			15.20	\$4,337.50

Financing

04/07/17	KPS	Conference with Ronald J. Friedman regarding status of DIP financing and carve-out negotiations	0.20	139.00
04/10/17	BWP	Review revised DIP order circulated by Debtor's counsel	0.20	65.00
04/14/17	KPS	Conference with Ronald J. Friedman regarding continuing negotiations with secured creditor group over final DIP financing order	0.20	No Charge
04/19/17	KPS	Conference with Ronald J. Friedman regarding negotiation with secured creditors	0.20	No Charge
04/21/17	KPS	Conference with Ronald J. Friedman regarding status of negotiation of estate carve-out with secured creditors	0.20	No Charge
04/24/17	BWP	Teleconference with lenders' counsel regarding carve-out of proceeds	0.60	195.00
04/27/17	RJF	Conference with Brian Powers regarding negotiations with Brian Pfeiffer of Schulte regarding DIP agreement	0.20	117.00
04/28/17	RJF	Conference with Kenneth P. Silverman regarding settlement negotiations concerning DIP financing	0.30	175.50

066648	Committee	Unsecured Creditors	Invoice # 118709	Page 9
		order and carve out		
04/28/17	KPS	Conference with Ronald J. Friedman regarding settlement negotiations concerning DIP financing order and carve out	0.30	208.50
	Subtotal	Financing	<u>2.40</u>	<u>\$900.00</u>
	Litigation			
04/04/17	CDA	Electronic filing of Stipulation Resolving Rule 2004 Examination with KPMG. Upload proposed Stipulation both as a .pdf and Word document. Preparation of correspondence to the Court enclosing courtesy copy	0.20	30.00
04/04/17	ACA	Revise stipulation regarding KPMG Bankruptcy Rule 2004 order; call with opposing counsel regarding same	0.40	250.00
04/04/17	ACA	Analyze potential directors and officers claims	0.70	437.50
04/04/17	KPS	Conference with Anthony C. Acampora regarding status of KPMG discovery	0.20	139.00
04/06/17	ACA	Conference with Kenneth P. Silverman regarding KPMG Bankruptcy Rule 2004 examination and document production	0.20	125.00
04/06/17	ACA	Conference with Kenneth P. Silverman regarding directors' and officers' issues	0.40	250.00
04/06/17	KPS	Conference with Anthony C. Acampora regarding directors' and officers' issues	0.40	278.00
04/06/17	KPS	Conference with Anthony C. Acampora regarding KPMG Bankruptcy Rule 2004 examination and document production	0.20	139.00
04/06/17	KPS	Conference with Anthony C. Acampora regarding KPMG discovery; secured creditor securities action; Directors and Officers discovery issues	0.30	208.50
04/10/17	ACA	Review UCCs; revise lien memorandum	4.20	2,625.00
04/13/17	ACA	Review UCC filings for bondholders	2.20	1,375.00
04/18/17	ACA	Finalize lien memorandum	3.20	2,000.00
04/18/17	RJF	Conference with Kenneth P. Silverman regarding meeting with Debtor's representatives and status of next steps and Brookhaven campus sale	0.20	117.00
04/27/17	KPS	Conference with Anthony C. Acampora regarding KPMG document recovery	0.20	139.00
04/27/17	RJF	Telephone call with Brian Pfeiffer of Schulte Roth regarding settlement negotiations regarding DIP agreement	0.20	117.00
	Subtotal	Litigation	<u>13.20</u>	<u>\$8,230.00</u>

066648 Committee Unsecured Creditors

Invoice # 118709

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Plan/Disclose

04/24/17	KPS	Conference with Brian Powers regarding motion to consider extension of exclusivity to file plan of reorganization by the debtor	0.10	69.50
04/24/17	RJF	Prepare for and conduct call with Iam Hamel and Brian Pfeiffer counsel to lenders regarding negotiated resolution of the term sheet for unsecured creditors	0.60	351.00
04/26/17	BWP	Prepare for and attend hearing on motion to extend exclusive periods	1.80	585.00
Subtotal			2.50	\$1,005.50

Ret Orders

04/27/17	BWP	Review draft retention application for Farrell Fritz as special counsel to the Debtor	0.40	130.00
Subtotal			0.40	\$130.00

For professional services rendered	98.30	\$45,491.00
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Atty/Para Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Acampora, Anthony C.	11.30	625.00	\$7,062.50
Brunell, Janet F.	0.70	300.00	\$210.00
D'Aquila, Christine	0.20	150.00	\$30.00
Friedman, Ronald J	16.90	585.00	\$9,886.50
Powers, Brian W.	0.40	0.00	\$0.00
Powers, Brian W.	45.90	325.00	\$14,332.50
Silverman, Kenneth P	2.80	0.00	\$0.00
Silverman, Kenneth P	20.10	695.00	\$13,969.50
	<u>98.30</u>		<u>\$45,491.00</u>

Disbursements

04/05/2017	FedEx Server to:United States Bankruptcy Court	16.21
04/17/2017	FedEx Server to:Dowling College	10.84
04/17/2017	FedEx Server to:Klestadt & Winters	10.84
04/17/2017	FedEx Server to:Mintz	10.84
04/17/2017	FedEx Server to:Schulte Roth & Zabel LLP	10.84
04/17/2017	FedEx Server to:ACA Financial Guaranty Corp.	10.84
04/17/2017	FedEx Server to:Office of the United States Trustee	10.84
04/07/2017	Court Call	30.00

066648 Committee Unsecured Creditors

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TOTAL

\$111.25

Disbursement Summary

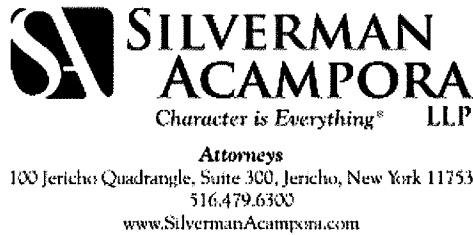
015	Postage	\$81.25
CTC	Court Call	\$30.00
		<hr/>
		\$111.25

Previous Balance

\$73,919.31

Balance due

\$119,521.56



Invoice submitted to:

Fed ID # 11-3489052

Official Committee of Unsecured Creditors

Invoice Date: June 5, 2017

066648 1 Client # 066648 Official Committee of Unsecured Creditors
Matter # 1 Dowling College

Invoice # 118765
Professional services

			<u>Hours</u>	<u>Amount</u>
Subtotal			0.00	No Charge
<u>Asset Sale</u>				
05/01/17	BWP	Review motion to employ liquidator and sell personal property located at Oakdale campus	0.50	162.50
05/08/17	KPS	Conference with Ronald J. Friedman regarding creditor committee position on Brookhaven development; retention of counsel and land use issues	0.30	208.50
05/11/17	KPS	Telephone call to Robert Rosenfeld regarding status of plans for development of Brookhaven property; land use and related zoning issues	0.30	208.50
05/12/17	KPS	Conference with Brian Powers regarding status of residential real property assets sales and discuss Brookhaven zoning issues	0.20	139.00
05/12/17	BWP	Conference with Kenneth P. Silverman regarding Brookhaven sale	0.20	65.00
05/15/17	KPS	Telephone call to Ronald J. Friedman regarding potential purchase of personally , furniture and fixtures by Princeton; discuss Tiger retention	0.10	69.50
05/22/17	KPS	Review notices for sale of 15 Idle Hour Blvd and related sale issues	0.20	139.00

066648 Committee Unsecured Creditors

Invoice # 118765

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Subtotal**Asset Sale**

1.80

\$992.00

Case Administration

05/01/17	KPS	Review email from Neil Bivona regarding delivery of personal property and title issues; memo to creditor committee	0.20	139.00
05/01/17	KPS	Conference with Brian Powers regarding document and intellectual property retention	0.20	139.00
05/01/17	BWP	Review and reply to e-mail from Lori Zaikowski regarding document destruction protocols	0.20	65.00
05/01/17	BWP	Review e-mail from Neil Bivona regarding non-estate property requests; draft correspondence to Committee members regarding same	0.40	130.00
05/02/17	BWP	Review e-mails from Committee members regarding non-estate property requests; draft correspondence to Neil Bivona regarding same	0.20	65.00
05/02/17	BWP	Review e-mail from Neil Bivona regarding preservation of electronic data	0.10	32.50
05/08/17	RJF	Telephone call from Sean Southard counsel to Debtor regarding negotiations with secured creditors and IP asset sale	0.20	117.00
05/09/17	KPS	Conference with Brian Powers regarding preparation for hearing on fees, retention of Farrell Fritz for land use, retention of liquidator and related issues	0.20	139.00
05/09/17	BWP	Conference with Kenneth P. Silverman regarding preparation for hearing on fees, retention of Farrell Fritz for land use, retention of liquidator and related issues	0.20	65.00
05/12/17	KPS	Telephone call from Bob Rosenfeld regarding status of Brookhaven land zoning issues	0.20	139.00
05/15/17	RJF	Conference call with ACA Financial, Oppenheimer, and their counsel along with Debtor and its counsel regarding case status, closing on Oakdale, sale of FFE and process for same	0.80	468.00
05/15/17	KPS	Memorandum to Brian Powers regarding continuing property requests	0.10	69.50
05/15/17	BWP	Teleconference with working group regarding DIP financing, sale of personal property on Oakdale campus, and case strategy moving forward	0.80	260.00
05/16/17	RJF	Receive and review correspondence from Sean Southard regarding conference call with DIP lenders regarding status and next DIP; prepare responsive correspondence	0.10	58.50
05/17/17	RJF	Telephone call with Sean Southard counsel to Debtor regarding potential for plan support	0.70	409.50

066648	Committee	Unsecured Creditors	Invoice # 118765	Page	3
		agreement, DIP lender negotiation status, asset sale for Oakdale and process for Brookhaven, priority claims			
05/17/17	KPS	Review email from Brian Powers regarding continuing negotiation to return personal property and response of committee	0.20		139.00
05/17/17	BWP	Review and reply to e-mail from Lori Zaikowski regarding various questions relating to status of case	0.40		130.00
05/17/17	BWP	Draft correspondence to Committee members regarding non-estate property requests	0.30		97.50
05/18/17	KPS	Memorandum to Brian Powers regarding resolution of personal property issues	0.10		69.50
05/22/17	RJF	Prepare for and attend hearing on case status, interim DIP, Bankruptcy Rule 9019 relating to Union claims and Certification of Class for WARN claims, interim fee applications	1.50		877.50
05/24/17	KPS	Review emails from Robert Rosenfeld regarding treatment of intellectual property issues	0.20		139.00
		Subtotal	Case Administration	<hr/>	<hr/>
			7.30		\$3,748.50
<u>Fee Application</u>					
05/05/17	KPS	Review Klestadt & Winters fee application; memo to Brian Powers	0.20		139.00
05/05/17	KPS	Memorandum to Brian Powers regarding fee hearing	0.10		69.50
05/08/17	BWP	Review fee statement filed by RSR Consulting	0.20		65.00
05/18/17	BWP	Revise legal bill for compliance with UST guidelines	1.10		No Charge
05/19/17	KPS	Conference with Brian Powers regarding preparation for hearing on multiple fee applications	0.20		No Charge
05/22/17	KPS	Review and execute monthly fee statement	0.20		139.00
		Subtotal	Fee Application	<hr/>	<hr/>
			2.00		\$412.50
<u>Financing</u>					
05/04/17	RJF	Telephone call to Brian Pfeiffer, counsel to secured creditor ACA Financial	0.10		58.50
05/08/17	KPS	Conference with Ronald J. Friedman regarding continuing negotiation with secured creditors for carve-out for estate and related issues	0.20		139.00
05/09/17	KPS	Telephone call to Ronald J. Friedman regarding revisions to final DIP financing order and discuss budget	0.20		139.00
05/15/17	RJF	Telephone call with Ian Hammel counsel to Oppenheimer regarding secured lender agreement and negotiations on deal points	0.20		117.00
05/15/17	RJF	Telephone call to Brian Pfeiffer counsel to ACA	0.10		58.50

066648	Committee	Unsecured Creditors	Invoice # 118765	Page	4
		Financial regarding negotiations on secured lender agreement			
05/15/17	RJF	Telephone call with Brian Pfeiffer regarding terms of potential agreement and negotiation regarding same	0.20		117.00
05/17/17	RJF	Conference call with counsel to Debtor, Secured Creditors and Neil Bivona regarding upcoming hearing on DIP loan, discuss amendment and extension and global status on negotiations	0.70		409.50
05/17/17	RJF	Telephone call with Brian Pfeiffer counsel to ACA regarding negotiations for agreement relating to DIP lenders and pre-petition lenders claims	0.20		117.00
05/17/17	KPS	Review proposed revisions to DIP financing order and related issues	0.30		208.50
05/17/17	BWP	Conference call with working group regarding DIP and resolution of carve-out from secured creditors	0.70		227.50
05/18/17	KPS	Review memo from Ronald J. Friedman regarding proposed settlement of DIP financing order and related issues	0.20		139.00
05/18/17	KPS	Review notes concerning proposal to resolve DIP financing and estate carve-out	0.20		139.00
05/18/17	KPS	Telephone call from Pat Collins regarding recantation of Meridian pleading in opposition to plan of reorganization	0.20		139.00
05/22/17	KPS	Review proposed DIP financing agreement; memo to Ronald J. Friedman	0.20		139.00
	Subtotal	Financing	<hr/> 3.70		<hr/> \$2,147.50

Litigation

05/02/17	ACA	Review voluminous documents turned over by KPMG pursuant to Rule 2004 subpoena (2016 documents)	3.80		2,375.00
05/02/17	ACA	Research with respect to potential claims against third parties	1.20		750.00
05/03/17	ACA	Review voluminous documents turned over by KPMG pursuant to Rule 2004 subpoena (2013 documents)	2.00		1,250.00
05/04/17	ACA	Review voluminous documents turned over by KPMG pursuant to Rule 2004 subpoena (2013 documents)	3.30		2,062.50
05/05/17	ACA	Review voluminous documents turned over by KPMG pursuant to Rule 2004 subpoena (2013 documents)	2.60		1,625.00
05/08/17	ACA	Review voluminous documents turned over by KPMG pursuant to Rule 2004 subpoena	2.40		1,500.00

066648	Committee	Unsecured Creditors	Invoice # 118765	Page 5
05/10/17	ACA	Review voluminous documents turned over by KPMG pursuant to Rule 2004 subpoena	1.80	1,125.00
05/10/17	ACA	Review voluminous documents turned over by KPMG pursuant to Rule 2004 subpoena	1.50	937.50
05/11/17	ACA	Review voluminous documents turned over by KPMG pursuant to Rule 2004 subpoena	1.80	1,125.00
05/12/17	ACA	Review voluminous documents turned over by KPMG pursuant to Rule 2004 subpoena	1.20	750.00
05/16/17	ACA	Review voluminous documents turned over by KPMG pursuant to Rule 2004 subpoena	2.80	1,750.00
05/16/17	ACA	Review voluminous documents turned over by KPMG pursuant to Rule 2004 subpoena	1.70	1,062.50
05/17/17	ACA	Review voluminous documents turned over by KPMG pursuant to Rule 2004 subpoena	2.20	1,375.00
05/18/17	ACA	Review voluminous documents turned over by KPMG pursuant to Rule 2004 subpoena	1.40	875.00
05/22/17	ACA	Review voluminous documents turned over by KPMG pursuant to Rule 2004 subpoena (2014 documents)	1.40	875.00
05/24/17	ACA	Review voluminous documents turned over by KPMG pursuant to Rule 2004 subpoena (2014 documents)	1.30	812.50
05/25/17	ACA	Review voluminous documents turned over by KPMG pursuant to Rule 2004 subpoena (2014 documents)	2.50	1,562.50
Subtotal		Litigation	<u>34.90</u>	<u>\$21,812.50</u>
<u>Ret Orders</u>				
05/03/17	KPS	Conference with Brian Powers regarding review of Farrell Fritz retention application and provide comment to the committee	0.30	208.50
05/03/17	BWP	Review Farrell Fritz retention application (.4); review and reply to e-mail from Lori Zaikowski regarding same (.3); conference with Kenneth P. Silverman regarding same (.2)	0.90	292.50
05/04/17	KPS	Review Farrell Fritz retention application pursuant to Section 327 (e) and memo to Brian Powers	0.20	139.00
05/04/17	KPS	Conference with Brian Powers regarding retention of special counsel to assist in land use application for the Town of Brookhaven	0.20	139.00
Subtotal		Ret Orders	<u>1.60</u>	<u>\$779.00</u>
For professional services rendered			51.30	\$29,892.00

066648 Committee Unsecured Creditors

Invoice # 118765

Page 6

Atty/Para Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Acampora, Anthony C.	34.90	625.00	\$21,812.50
Friedman, Jack B.	0.00	0.00	\$0.00
Friedman, Ronald J	4.80	585.00	\$2,808.00
Powers, Brian W.	6.20	325.00	\$1,657.50
Silverman, Kenneth P	0.20	0.00	\$0.00
Silverman, Kenneth P	5.20	695.00	\$3,614.00
	<u>51.30</u>		<u>\$29,892.00</u>

Disbursements

05/22/2017	FedEx Server to:Dowling College	10.73
05/22/2017	FedEx Server to:Mintz	10.73
05/22/2017	FedEx Server to:Schulte Roth & Zabel LLP	10.73
05/22/2017	FedEx Server to:ACA Financial Guaranty Corp.	10.73
05/22/2017	FedEx Server to:Office of the United States Trustee	10.73
05/22/2017	FedEx Server to:Klestadt & Winters LLP	10.73

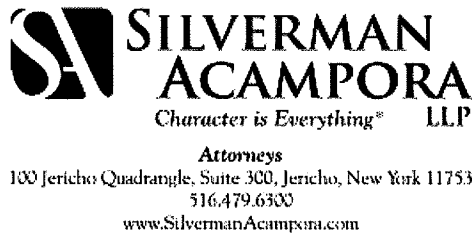
TOTAL	<u>\$64.38</u>
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Disbursement Summary

015	Postage	\$64.38
		<u>\$64.38</u>

Previous Balance	\$119,521.56
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Balance due	<u><u>\$149,477.94</u></u>
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Invoice submitted to:

Fed ID # 11-3489052

Official Committee of Unsecured Creditors

Invoice Date: July 11, 2017

066648 1 Client # 066648 Official Committee of Unsecured Creditors
Matter # 1 Dowling College

Invoice # 119851

Professional services

			<u>Hours</u>	<u>Amount</u>
	<u>Asset Sale</u>			
06/06/17	KPS	Memorandum to Brian Powers regarding status of campus closing and related residential sale	0.10	69.50
06/08/17	KPS	Memorandum to Brian Powers regarding status of Dowling campus closing and default notice	0.10	69.50
06/13/17	RJF	Correspondence with counsel to Debtor regarding sale on Oakdale closing	0.20	117.00
06/13/17	RJF	Confer with Sean Southard, Anthony of Farrell Fritz and Bob Rosenfeld regarding Brookhaven sale status	0.50	292.50
06/13/17	RJF	Conference call with S. Southard, counsel to Princeton purchaser of Oakdale campus and Lynn Ryan of Judge Grossman's chambers	0.50	292.50
06/13/17	KPS	Memorandum to Ronald J. Friedman regarding financing order and campus closing with Princeton	0.10	69.50
06/15/17	BWP	Review Debtor's draft motion to sell Oakdale fixtures and equipment to Oakdale purchaser	0.40	130.00
06/16/17	BWP	Review original Brookhaven sale contract	0.70	227.50
06/19/17	RJF	Telephone call with Sean Southard regarding closing status for Oakdale campus	0.20	117.00
06/19/17	RJF	Telephone call with Brian Pfeiffer counsel to DIP lenders and ACA regarding Oakdale closing status	0.20	117.00

066648	Committee	Unsecured Creditors	Invoice # 119851	Page 2
		and timing for Brookhaven marketing and process relating thereto		
06/20/17	RJF	Conference with Kenneth P. Silverman regarding time of the essence issues on sale default	0.10	58.50
06/20/17	RJF	Conference call with all parties regarding Oakdale purchaser closing status	0.70	409.50
06/20/17	RJF	Conference with Kenneth P. Silverman regarding status of sale closing on Oakdale, backup bidder alternative, proof of funds and Committee communication	0.30	175.50
06/20/17	KPS	Telephone call to Ronald J. Friedman regarding time of the essence issues on sale default	0.10	69.50
06/20/17	KPS	Conference with Brian Powers regarding time of the essence issues on sale default	0.10	No Charge
06/20/17	KPS	Telephone call to Ronald J. Friedman regarding potential buyer's default; back-up bid; time of essence provision	0.30	208.50
06/21/17	RJF	Review series of email correspondence from Sean Southard re Princeton default and termination and correspondence from NCF regarding proof of funds	0.30	175.50
06/21/17	RJF	Conference call with Dowling parties on Oakdale sale hearing, back up bidder and Princeton request for extension to close on or before June 23	0.50	292.50
06/21/17	RJF	Review correspondence to Princeton confirming extension of cure period on default through Friday June 23; call with Joe Corneau counsel to Debtor re same	0.20	117.00
06/21/17	KPS	Prepare for and participate in telephone conference call concerning Princeton closing and time of the essence and additional deposit for adjournment of sale	0.50	347.50
06/21/17	BWP	Draft correspondence to Committee regarding Oakdale closing and extension of cure deadline	0.30	97.50
06/22/17	RJF	Conference with Kenneth P. Silverman regarding Princeton default and NCF requirements to close	0.20	117.00
06/22/17	KPS	Review numerous emails regarding adjournment of closing liquidated damages and time of the essence	0.20	139.00
06/22/17	KPS	Conference with Ronald J. Friedman regarding Princeton default and NCF requirements to close	0.20	139.00
06/22/17	BWP	Review draft motion to substitute NCF as Oakdale purchaser and motion to shorten time to hear same	0.80	260.00
06/22/17	BWP	Telephone call with working group regarding Princeton default and motion to approve NCF as purchaser (.3); review e-mails from working group regarding same (.3)	0.60	195.00

066648	Committee	Unsecured Creditors	Invoice # 119851	Page 3
06/23/17	BWP	Conference with Kenneth P. Silverman regarding Princeton default and NCF asset purchase situation	0.20	65.00
06/23/17	KPS	Conference with Brian Powers regarding Princeton default and NCF asset purchase situation	0.20	139.00
06/23/17	KPS	Review motion shortening time to consider (I) confirming NCF Capital Limited (II) authorizing debtor to enter into and perform under asset purchase agreement with NCF Capital Limited; memo to Brian Powers	0.20	139.00
06/29/17	KPS	Telephone call to Andy Graiser regarding status of sale process and zoning procedures with Brookhaven	0.20	139.00
Subtotal			9.20	\$4,785.50

Case Administration

06/05/17	BWP	Revise term sheet with secured creditors	1.50	487.50
06/06/17	RJF	Telephone call with Brian Pfeiffer regarding terms for term sheet and call to Ian Hammel regarding confirmation of drafted provisions and revisions thereto	0.30	175.50
06/06/17	BWP	Review and reply to e-mail from Lori Zaikowski regarding case status	0.40	130.00
06/07/17	BWP	Conference call with working group regarding strategy for case exit	1.00	325.00
06/08/17	KPS	Memorandum to Ronald J. Friedman and Brian Powers regarding collection of student account receivables; schedule committee agenda to also review further personal property issues; and sale of residences	0.20	139.00
06/09/17	BWP	Review e-mails from Neil Bivona regarding student A/R; review analysis and proposals relating to same	0.70	227.50
06/12/17	BWP	Review e-mail from Neil Bivona regarding additional non-estate property requests; draft correspondence to Committee regarding same	0.40	130.00
06/13/17	KPS	Telephone call from Michael Moskowitz regarding collection of outstanding accounts receivable	0.20	139.00
06/14/17	BWP	Review May monthly operating report	0.30	97.50
06/15/17	RJF	Review email from Neil Bivona regarding budget and account receivable	0.20	117.00
06/15/17	BWP	Review Debtor's draft motion to approve procedures for return of Perkins loan portfolio	0.40	130.00
06/15/17	BWP	Telephone call with Lauren Kiss regarding case status, motion to sell F&E, and motion to approve procedures for turnover of Perkins loans	0.30	97.50

066648	Committee	Unsecured Creditors	Invoice # 119851	Page 4
06/16/17	BWP	Review Debtor's filed motions; draft correspondence to Committee members regarding same	0.50	162.50
06/16/17	BWP	Review revisions to proposed term sheet provided by secured creditors	0.30	97.50
06/19/17	BWP	Revise final DIP order pursuant to comments of Ronald J. Friedman	0.40	130.00
06/20/17	BWP	Conference with Kenneth P. Silverman regarding exclusivity, sale of furniture and equipment and Perkins loan portfolio motions to be vetted by committee	0.20	65.00
06/20/17	KPS	Conference with Brian Powers regarding exclusivity, sale of furniture and equipment and Perkins loan portfolio motions to be vetted by committee	0.20	139.00
06/22/17	BWP	Draft correspondence to Committee regarding Oakdale status and secured creditor settlement	0.50	162.50
06/23/17	KPS	Review emails regarding preparation for committee conference call	0.10	69.50
06/26/17	RJF	Telephone call from Joe Corneau of Klestadt counsel to Dowling	0.20	117.00
06/27/17	BWP	Conference with Kenneth P. Silverman regarding creditors' committee meeting and secured creditor DIP financing proposal	0.20	65.00
06/27/17	KPS	Conference with Brian Powers regarding creditors' committee meeting and secured creditor DIP financing proposal	0.20	139.00
06/27/17	RJF	Conduct Conference call with members of creditors committee, discuss all items on agenda including final DIP order, sale status for Oakdale and Brookhaven campuses	1.50	877.50
06/28/17	RJF	Conduct conference call with counsel to the Committee on Final DIP order provisions	0.70	409.50
06/30/17	JSK	Confer with Brian Powers regarding sale confirmation to second bidder; review documents regarding same	0.30	118.50
Subtotal		Case Administration	11.20	\$4,748.00

Creditors Meeting

06/23/17	BWP	Review and reply to e-mails with Committee members regarding upcoming Committee call	0.30	97.50
06/27/17	BWP	Teleconference with the Committee regarding sale updates and settlement with secured creditors	1.90	617.50
06/27/17	BWP	Teleconference with the Committee regarding sale updates and settlement with secured creditors	1.90	617.50
06/27/17	BWP	Draft correspondence to Committee members	0.60	195.00

066648	Committee	Unsecured Creditors	Invoice # 119851	Page 5
		regarding illustration of mechanics of settlement with secured creditors		
06/28/17	RJF	Telephone call with Committee regarding secured creditor settlement	0.40	234.00
06/28/17	BWP	Telephone call with Committee regarding secured creditor settlement	0.40	130.00
06/28/17	BWP	Review and reply to multiple e-mails from Committee members regarding settlement with secured creditors	0.60	195.00
		Subtotal	Creditors Meeting	
			6.10	\$2,086.50

Fee Application

06/05/17	BWP	Revise legal bill for compliance with UST guidelines	0.80	No Charge
06/09/17	BWP	Review fee statement filed by RSR Consulting	0.20	65.00
06/23/17	BWP	Review monthly fee statement of Debtor's counsel	0.50	162.50
		Subtotal	Fee Application	
			1.50	\$227.50

Financing

06/01/17	RJF	Conference call with Ian Hammel and Brian Pfeiffer regarding terms of settlement and final DIP	0.50	292.50
06/05/17	RJF	Revise term sheet for agreement with DIP lenders	0.70	409.50
06/06/17	BWP	Revise term sheet in connection with settlement with secured creditors	0.90	292.50
06/07/17	KPS	Review final Dowling College lien analysis; memo to Anthony C. Acampora	0.40	278.00
06/07/17	BWP	Revise term sheet pursuant to comments of Ronald J. Friedman	0.30	97.50
06/08/17	KPS	Memorandum to Ronald J. Friedman regarding preparation of revised final DIP financing order	0.10	69.50
06/14/17	BWP	Review extended DIP budget and proposed continued interim order; review e-mail from Neil Bivona regarding budget	0.60	195.00
06/15/17	KPS	Memorandum to Brian Powers regarding status of Dowling contract of sale	0.10	69.50
06/16/17	BWP	Review proposed final DIP order	1.20	390.00
06/19/17	BWP	Review e-mail from Joe Corneau and proposed DIP extension order; draft reply to same	0.30	97.50
06/19/17	RJF	Prepare for conference call regarding term sheet and final DIP Order	0.20	117.00
06/19/17	RJF	Conference call with Brian Pfeiffer, Neil Begley and Ian Hammel counsel to secured creditors	0.70	409.50
06/23/17	BWP	Conference call with working group regarding final DIP order	0.40	130.00

066648	Committee Unsecured Creditors	Invoice # 119851	Page 6
06/29/17	BWP	Review revised final DIP financing order	0.30 97.50
06/30/17	RJF	Review final order and call with Joe Corneau of Debtor's counsel office regarding finaling provisions and submission of same; email correspondence with counsel to ACA regarding same	0.40 234.00
Subtotal		Financing	<u>7.10</u> <u>\$3,179.50</u>
<u>Litigation</u>			
06/05/17	ACA	Review KPMG 2013 workpapers	2.10 1,312.50
06/07/17	ACA	Conference with Kenneth P. Silverman regarding preparation of Dowling lien analysis	0.20 125.00
06/07/17	KPS	Conference with Anthony C. Acampora regarding preparation of Dowling lien analysis	0.20 139.00
06/07/17	ACA	Finalize lien analysis memorandum	2.00 1,250.00
06/07/17	ACA	Finalize review of KPMG 2013 workpapers	1.80 1,125.00
06/07/17	BWP	Review UCC financing statements filed against Debtor in connection with finalization of analysis of secured claims	1.40 455.00
06/20/17	ACA	Review KPMG 2012 workpapers	1.70 1,062.50
Subtotal		Litigation	<u>9.40</u> <u>\$5,469.00</u>
For professional services rendered			44.50 \$20,496.00

Atty/Para Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Acampora, Anthony C.	7.80	625.00	\$4,875.00
Friedman, Ronald J	9.70	585.00	\$5,674.50
Krell, Justin	0.30	395.00	\$118.50
Powers, Brian W.	22.70	325.00	\$7,117.50
Silverman, Kenneth P	0.10	0.00	\$0.00
Silverman, Kenneth P	3.90	695.00	\$2,710.50
	<u>44.50</u>		<u>\$20,496.00</u>

Disbursements

06/13/2017	FedEx Web Services to:Office of the United States Trustee	10.60
06/13/2017	FedEx Web Services to:Dowling College	10.60
06/13/2017	FedEx Web Services to:Klestadt & Winters LLP	10.60
06/13/2017	FedEx Web Services to:Mintz	10.60
06/13/2017	FedEx Web Services to:Schulte Roth & Zabel LLP	10.60
06/13/2017	FedEx Web Services to:ACA Financial Guaranty	10.60

066648 Committee Unsecured Creditors
Corp.

Invoice # 119851 Page 7

TOTAL \$63.60

Disbursement Summary

015 Postage

\$63.60

\$63.60

Previous Balance

\$80,253.08

Balance due

\$100,812.68



Attorneys
 100 Jericho Quadrangle, Suite 300, Jericho, New York 11753
 516.479.6300
 www.SilvermanAcampora.com

Invoice submitted to:

Fed ID # 11-3489052

Official Committee of Unsecured Creditors

Invoice Date: August 4, 2017

066648 1 Client # 066648 Official Committee of Unsecured Creditors
 Matter # 1 Dowling College

Invoice # 120385

Professional services

			<u>Hours</u>	<u>Amount</u>
<u>Asset Analysis</u>				
05/26/17	KPS	Memorandum to Brian Powers regarding sale of intellectual property addresses and notice to committee; confer with Brian Powers	0.20	139.00
07/05/17	KPS	Prepare for hearing on approval of NCF back-up bid	0.20	139.00
07/20/17	KPS	Telephone call from Ronald J. Friedman regarding preparation for meeting with debtor and broker professionals regarding marketing and sale of Brookhaven campus	0.20	139.00
07/27/17	KPS	Review correspondence from Sean Southard regarding treatment of outstanding accounts receivables	0.20	139.00
07/27/17	BWP	Review e-mail from Neil Bivona regarding former student A/R analysis; review analysis	0.40	130.00
07/28/17	RJF	Receive and review correspondence from Neil Bivona regarding the student account receivable	0.10	58.50
Subtotal			1.30	\$744.50

Asset Sale

05/25/17	KPS	Memorandum to Brian Powers regarding residential asset sale of 96 Biltmore Avenue	0.10	69.50
05/26/17	KPS	Memorandum to Ronald J. Friedman regarding status of Oakdale closing	0.10	69.50

066648	Committee	Unsecured Creditors	Invoice # 120385	Page 2
05/26/17	KPS	Memorandum to Brian Powers regarding land use and zoning issues with Town of Brookhaven	0.10	69.50
05/26/17	BWP	Telephone call with working group regarding Oakdale sale and issues with closing	0.40	130.00
05/26/17	BWP	Review e-mails and letter to Oakdale purchaser from Sean Southard regarding default	0.40	130.00
06/16/17	RJF	Conference call with all parties regarding Oakdale sale closing, budget, DIP and status of back up bidder	1.00	585.00
06/22/17	RJF	Conference call with all parties (Debtor, Lenders, brokers etc) regarding Oakdale closing	0.70	409.50
06/22/17	RJF	Review NCF motion for approval as back up bidder	0.20	117.00
06/22/17	RJF	Telephone call with Sean Southard counsel to Debtor regarding NCF motion and Oakdale sale	0.20	117.00
07/05/17	KPS	Telephone call from Sean Southard regarding NCF confirmation for NCF as successful back-up bidder	0.20	139.00
07/05/17	KPS	Prepare for and conduct conference call with Sean Southard regarding successful bidder and 6004 (a) waiver issue	0.40	278.00
07/06/17	KPS	Prepare for and appear at hearing to confirm NCF as successful bidder	1.50	1,042.50
07/13/17	RJF	Conference with Kenneth P. Silverman regarding status of marketing of Brookhaven campus	0.20	117.00
07/13/17	KPS	Conference with Ronald J. Friedman regarding status of marketing of Brookhaven campus	0.20	139.00
07/20/17	KPS	Review numerous emails regarding sale and marketing strategy for Brookhaven campus	0.20	139.00
07/20/17	KPS	Telephone call from Ronald J. Friedman regarding status of closing on Oakdale campus	0.20	139.00
07/20/17	KPS	Review numerous emails regarding coordinating meeting to discuss sales and marketing	0.10	69.50
07/24/17	RJF	Conference with Kenneth P. Silverman regarding regarding status of Oakdale campus sale and sales and marketing of Brookhaven campus	0.20	117.00
07/24/17	KPS	Conference with Ronald J. Friedman regarding status of Oakdale campus sale and sales and marketing of Brookhaven campus	0.20	139.00
07/24/17	BWP	Review correspondence from Ronald J. Friedman regarding status of Brookhaven campus sale and meeting relating to same; conference with Ronald J. Friedman regarding same	0.40	130.00
07/25/17	KPS	Prepare for and attend conference with Ronald J. Friedman, Bob Rosenfeld and Neal Bivona regarding monetizing personal and real property assets and	3.50	2,432.50

066648	Committee	Unsecured Creditors	Invoice # 120385	Page 3
		related issues		
07/25/17	RJF	Confer with Robert Rosenfeld, Neil Bivona and Kenneth P. Silverman regarding Brookhaven process, sources and uses of potential Oakdale proceeds, claims resolution, Perkins loan administration and related items	3.50	2,047.50
07/27/17	BWP	Review Debtor's notice of proposed sale of certain IP addresses	0.30	97.50
07/28/17	RJF	Call with Brian Pfeiffer regarding Oakdale proceeds	0.20	117.00
07/31/17	BWP	Review Debtor's Notice of Proposed Sale of Residential Portfolio Located at 58 Woodlawn Avenue; research regarding reasonableness of sale	0.40	130.00
07/31/17	BWP	Review Debtor's Notice of Proposed Sale of Residential Portfolio Located at 44 Van Bomel Boulevard; research regarding reasonableness of sale	0.30	97.50
Subtotal		Asset Sale	<u>15.20</u>	<u>\$9,068.00</u>
<u>Case Administration</u>				
06/07/17	RJF	Receive and review correspondence from Neil Bivona regarding residential properties	0.20	117.00
07/10/17	RJF	Conference with counsel to Debtors and Board regarding Perkins loan and SBU leasehold issues	0.40	234.00
07/10/17	RJF	Prepare for and attend hearing on Final DIP, Perkins Loan motion etc.	2.50	1,462.50
07/11/17	BWP	Review Debtor's draft motion to authorize extension of Brookhaven dorm lease	0.50	162.50
07/14/17	RJF	Review Dept of Education claim and Perkins loan motion issues and confer with Brian Powers regarding potential for resolution	0.20	117.00
07/24/17	RJF	Review correspondence from Debtor regarding Brookhaven, coordinate meeting with Kenneth P. Silverman and Bob Rosenfeld regarding open matter status	0.30	175.50
07/24/17	KPS	Review and schedule site visit for campuses; review schedule	0.10	69.50
07/27/17	RJF	Review account receivable collection and potential sale per Neil Bivona email	0.30	175.50
07/27/17	BWP	Review notice of mandatory prepayments sent by Debtor's counsel	0.20	65.00
07/28/17	RJF	Telephone call with Sean Southard counsel to Debtor regarding Princeton deposit and ACA collateral and the student account receivable	0.30	175.50
Subtotal		Case Administration	<u>5.00</u>	<u>\$2,754.00</u>

066648 Committee Unsecured Creditors

Invoice # 120385

Page 4

Claims Admin/Ob

07/12/17	KPS	Conference with Brian Powers regarding WARN claim mediation conference and letter to creditor's committee	0.20	139.00
07/13/17	RJF	Conference with Kenneth P. Silverman regarding regarding WARN Act claims	0.20	117.00
07/13/17	KPS	Conference with Ronald J. Friedman regarding treatment of WARN Act claims	0.20	139.00
07/14/17	BWP	Telephone call with Lori Zaikowski regarding claims analysis and potential objections	0.30	97.50
Subtotal			0.90	\$492.50

Fee Application

05/23/17	BWP	Review Debtor's proposed order with respect to professionals' fee applications	0.20	65.00
05/26/17	BWP	Review order granting professionals' fee applications	0.20	65.00
07/13/17	BWP	Revise legal bill for compliance with UST guidelines	0.70	No Charge
07/18/17	BWP	Review monthly fee statement of Debtor's counsel	0.40	130.00
07/18/17	BWP	Review monthly fee statement of Smith & Downey	0.10	32.50
07/18/17	BWP	Review monthly fee statement of FPM Group	0.20	65.00
07/19/17	BWP	Review monthly fee statement of Eichen & DiMeglio	0.20	65.00
07/21/17	BWP	Review monthly fee statement of Farrell Fritz	0.20	65.00
Subtotal			2.20	\$487.50

Financing

06/07/17	RJF	Revise DIP term sheet and final DIP documents per discussions with counsel to DIP lenders	0.40	234.00
06/07/17	RJF	Conference call with counsel to lenders regarding final DIP and documents	1.00	585.00
06/07/17	RJF	Conference with Brian Powers regarding final DIP documents	0.20	117.00
07/07/17	KPS	Review proposed final order authorizing debtor to obtain post-petition financing and use of cash collateral; prepare memo to Ronald J. Friedman	0.30	208.50
07/10/17	RJF	Attend hearing on final DIP and related matters	1.20	702.00
07/10/17	RJF	Prepare for hearing on FINAL DIP and related matters	0.60	351.00
07/10/17	KPS	Telephone call to Ronald J. Friedman regarding preparation on final DIP financing order and related relief	0.30	208.50
07/10/17	KPS	Telephone call from Ronald J. Friedman regarding hearing to approve final DIP financing order and	0.20	139.00

066648	Committee	Unsecured Creditors related issues	Invoice # 120385	Page 5
07/13/17	BWP	Review e-mails from working group regarding revisions to term sheet; review revised term sheet	0.40	130.00
07/26/17	BWP	Review proposed extended DIP budget and correspondence from Neil Bivona regarding same	0.30	97.50
Subtotal		Financing	<u>4.90</u>	<u>\$2,772.50</u>
<u>Litigation</u>				
06/22/17	RJF	Work on documents for settlement with lenders	0.30	175.50
07/18/17	ACA	Review collective documents relating to previously reviewed audits; prepare documents for review of additional audits	2.20	1,375.00
07/25/17	ACA	Review documentation and draft Rule 2004 order and application for CohnReznick as special advisor to the Debtor	2.00	1,250.00
07/26/17	ACA	Review materials in preparation of Cohn Reznick Bankruptcy Rule 2004 order and application	1.00	625.00
07/27/17	KPS	Conference with Anthony C. Acampora regarding review of books and records and board of director minutes and related work product	0.50	347.50
07/27/17	ACA	Conference with Kenneth P. Silverman regarding Cohn Reznick and board issues	0.50	312.50
Subtotal		Litigation	<u>6.50</u>	<u>\$4,085.50</u>
For professional services rendered			36.00	\$20,404.50

Atty/Para Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Acampora, Anthony C.	5.70	625.00	\$3,562.50
Friedman, Ronald J	14.40	585.00	\$8,424.00
Powers, Brian W.	6.50	325.00	\$1,885.00
Silverman, Kenneth P	9.40	695.00	\$6,533.00
	<u>36.00</u>		<u>\$20,404.50</u>

Disbursements

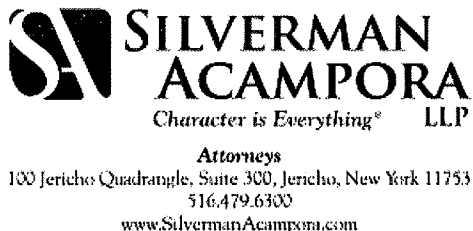
06/30/2017	Pacer charges	330.00
06/30/2017	Pacer charges	1.30
07/14/2017	FedEx Web Services to:Dowling College	10.68
07/14/2017	FedEx Web Services to:Klestadt & Winters	10.68
07/14/2017	FedEx Web Services to:Mintz	10.68
07/14/2017	FedEx Web Services to:Schulte Roth & Zabel LLP	10.68

066648	Committee Unsecured Creditors	Invoice # 120385	Page 6
07/14/2017	FedEx Web Services to:White & Case LLP		10.68
07/14/2017	FedEx Web Services to:ACA Financial Guaranty Corp.		10.68
07/14/2017	FedEx Web Services to:Office of the United States Trustee for the EDNY		10.68
04/10/2017	Mileage		27.21
04/18/2017	Mileage		27.21
04/21/2017	Mileage		27.21
04/26/2017	Mileage		27.21
TOTAL			<u>\$514.90</u>

Disbursement Summary

001	Pacer charges	\$331.30
015	Postage	\$74.76
020	Mileage	\$108.84
		<u>\$514.90</u>

Previous Balance	\$76,834.70
Balance due	<u><u>\$97,754.10</u></u>



Invoice submitted to:

Fed ID # 11-3489052

Official Committee of Unsecured Creditors

Invoice Date: September 5, 2017

066648 1 Client # 066648 Official Committee of Unsecured Creditors
Matter # 1 Dowling College

Invoice # 121682

Professional services

			<u>Hours</u>	<u>Amount</u>
<u>Asset Analysis</u>				
08/28/17	RJF	Conference with Kenneth P. Silverman regarding various legal theories concerning pursuit of accounts receivables, preference, avoidance recoveries and related issues	0.30	175.50
08/28/17	KPS	Conference with Ronald J. Friedman regarding various legal theories concerning pursuit of accounts receivables, preference, avoidance recoveries and related issues	0.30	208.50
Subtotal		Asset Analysis	0.60	\$384.00
<u>Asset Sale</u>				
08/01/17	BWP	Review Notice of Proposed Sale of Residential Portfolio Located at 275 Connetquot Drive; research regarding reasonableness of sale	0.30	97.50
08/02/17	RJF	Work on Brookhaven campus sale analysis issues, review documents and materials gathered pertaining thereto	4.00	2,340.00
08/03/17	RJF	Conference with Ron Parr and site inspection of the Brookhaven campus regarding potential sale options, development alternatives and status	3.00	1,755.00
08/03/17	RJF	Confer with Kenneth P. Silverman in preparation for all parties meeting on Tuesday pertaining to Brookhaven sale process, values and timing	0.20	117.00

066648	Committee	Unsecured Creditors	Invoice # 121682	Page 2
08/03/17	KPS	Conference with Ronald J. Friedman regarding inspection of Brookhaven campus and marketing and sale of property	0.20	139.00
08/04/17	RJF	Review pending residential real property sale approval motions	0.20	117.00
08/04/17	RJF	Prepare email to Sean Southard, Neil Bivona and Rob Rosenfeld regarding Brookhaven sale	0.10	58.50
08/04/17	RJF	Correspondence with Neil Bivona regarding Brookhaven and Oakdale lien balances and related issues	0.20	117.00
08/06/17	KPS	Review chief restructuring officer's plan of sale and marketing Brookhaven property	0.30	208.50
08/07/17	RJF	Review and analyze RSR Brookhaven divestment materials	1.50	877.50
08/07/17	RJF	Telephone call with counsel to Debtor and also call with ACA Financial regarding Oakdale	0.20	117.00
08/07/17	KPS	Telephone call from Ronald J. Friedman regarding preparation for conference with all parties concerning marketing and sale of Brookhaven campus	0.30	208.50
08/07/17	BWP	Review Debtor's draft analysis of Brookhaven sale	0.70	227.50
08/08/17	RJF	Attend meeting with all parties (Debtor, ACA, Oppenheimer, brokers etc)	5.30	3,100.50
08/08/17	BWP	Attend meeting with working group regarding Brookhaven campus sale	5.30	1,722.50
08/14/17	RJF	Telephone call with Andy Graiser regarding Brookhaven sale and brokerage conversation with CBRE	0.20	117.00
08/14/17	RJF	Conference with Kenneth P. Silverman regarding issues with Oakdale campus closing	0.20	117.00
08/14/17	KPS	Conference with Ronald J. Friedman regarding issues with Oakdale campus closing	0.20	139.00
08/17/17	RJF	Telephone call with Andy Graiser regarding CBRE and Brookhaven sale process	0.20	117.00
08/18/17	RJF	Receive and review correspondence from Sean Southard regarding closing on Oakdale and related attachments	0.30	175.50
08/18/17	BWP	Review e-mail from Sean Southard regarding Oakdale closing; review post-closing transition agreement	0.50	162.50
08/21/17	RJF	Call with Sean Southard, counsel to Debtor regarding closing on Oakdale campus, discuss details of proposed escrow and open items to bring to closure(.7), Receive and review correspondence Brian Pfeiffer counsel to ACA Financial(.2); Receive	1.00	585.00

066648	Committee	Unsecured Creditors	Invoice # 121682	Page	3
		and review correspondence from Klestadt and Winters counsel regarding consummation of closing(.1)			
08/21/17	RJF	Conference with Kenneth P. Silverman regarding Oakdale College closing	0.20		117.00
08/21/17	KPS	Conference with Ronald J. Friedman regarding Oakdale College closing	0.20		139.00
08/22/17	RJF	Telephone call from Brian Pfeiffer counsel to ACA regarding Brookhaven sale	0.20		117.00
08/24/17	RJF	Telephone call with Neil Bivona regarding residential real estate closings and status of same	0.20		117.00
08/25/17	RJF	Telephone call to Kenneth P. Silverman regarding continuing issues with real estate brokers concerning sale of Brookhaven campus	0.30		175.50
08/25/17	KPS	Telephone call to Ronald J. Friedman regarding continuing issues with real estate brokers concerning sale of Brookhaven campus	0.30		208.50
08/27/17	RJF	Telephone call with Brian Pfeiffer counsel to ACA Financial regarding sales	0.30		175.50
08/28/17	RJF	Telephone call to Ian Hammel counsel to Oppenheimer regarding Brookhaven sale and funding of reserves for DIP settlement	0.20		117.00
08/28/17	RJF	Telephone call to Ian Hammel counsel to Oppenheimer regarding residential real property sales	0.10		58.50
08/30/17	RJF	Telephone call to Bob Rosenfeld and Neil Bivona regarding process for moving forward with sale of Brookhaven property	0.20		117.00
08/31/17	RJF	Email to Ian Hammel regarding residential real property sale;	0.10		58.50
08/31/17	KPS	Memorandum to Brian Powers regarding sale of residential real property	0.10		69.50
		Subtotal	Asset Sale	<hr/>	
				26.80	\$14,086.00

Case Administration

08/07/17	RJF	Receive and review correspondence from Neil Bivona regarding proceeds of sale , potential distribution alternatives	0.20		117.00
08/11/17	BWP	Review correspondence from Neil Bivona regarding recovery analysis; review analysis	0.80		260.00
08/16/17	BWP	Review Debtor's monthly operating report	0.30		97.50
08/23/17	RJF	Review emails from Neil Bivona regarding projections and recovery model	0.50		292.50
08/24/17	RJF	Telephone call with Sean Southard counsel to	0.20		117.00

066648	Committee	Unsecured Creditors	Invoice # 121682	Page 4
		Debtor regarding upcoming hearing and matters on calendar		
08/24/17	RJF	Telephone call with Brian Pfeiffer counsel to ACA Financial regarding distribution of proceeds from Oakdale closing.	0.20	117.00
08/24/17	KPS	Review emails concerning notice to creditors' committee concerning Oakdale closing and related issues	0.10	69.50
08/24/17	BWP	Draft correspondence to Committee regarding Oakdale closing and status of Brookhaven sale; review replies	0.50	162.50
08/25/17	BWP	Review Debtor's waterfall analysis and compare same with Committee's claims analysis	1.20	390.00
08/27/17	RJF	Telephone call with Sean Southard, counsel to debtor regarding Brookhaven sale and Perkins Loan motion status	0.30	175.50
08/28/17	RJF	Telephone call to Ian Hammel counsel to Oppenheimer at Mintz Levin regarding Oppenheimer payments due under DIP loan agreement	0.10	58.50
08/28/17	RJF	Telephone call from Brian Pfeiffer counsel to ACA Financial regarding hearing before Court and remittance of proceeds from Oakdale	0.20	117.00
08/28/17	RJF	Attend status conference before Judge Grossman, WARN Act pre-trial conference and Perkins Loan motion hearing; confer with Stan Yang, United States Trustee; Bob Rosenfeld and Neil Bivona on behalf of Debtor/CRO, Sean Southard counsel to Debtor and other parties in interest at hearing.	2.00	1,170.00
08/28/17	RJF	Review Jim Knapp correspondence regarding US Dept of Education position relative to Perkins Loans	0.30	175.50
08/30/17	RJF	Receive and review correspondence from Ian Hammel regarding sale process and proceeds	0.30	175.50
08/31/17	RJF	Review proposed Dept of Education offer; call to Ian Hammel and Sean southard	0.30	175.50
		Subtotal	Case Administration	
			7.50	\$3,670.50
<u>Claims Admin/Ob</u>				
08/04/17	RJF	Review Oppenheimer issues relative to residential housing sale mortgage paydowns and Final DIP order and Brookhaven dormitory value	0.50	292.50
08/28/17	RJF	Prepare memo to Brian Powers regarding claims analysis	0.20	117.00
08/29/17	RJF	Work on analysis of priority claims and WARN claimants issues	0.50	292.50

066648 Committee Unsecured Creditors

Invoice # 121682

Page 5

Subtotal Claims Admin/Ob

1.20

\$702.00

Fee Application

08/03/17	BWP	Review monthly fee report of RSR	0.20	65.00
08/07/17	BWP	Revise legal bill for compliance with UST guidelines	0.50	No Charge
08/09/17	BWP	Review monthly fee statement of Debtor's counsel	0.30	97.50
08/09/17	BWP	Review monthly fee statement of FPM	0.20	65.00
08/09/17	BWP	Review monthly fee statement of Smith & Downey	0.20	65.00
08/14/17	BWP	Prepare monthly fee statement	0.30	No Charge
Subtotal Fee Application			1.70	\$292.50

Litigation

08/01/17	ACA	Draft Cohn Reznick Bankruptcy Rule 2004 order and application	0.50	312.50
08/03/17	RJF	Revise CohnReznick LLP Bankruptcy Rule 2004 order and application	0.20	117.00
08/03/17	ACA	Finalize CohnReznick Bankruptcy Rule 2004 order and application	0.30	187.50
08/03/17	KPS	Conference with Brian Powers regarding hearing on turnover of Perkins loan portfolio	0.20	139.00
08/03/17	BWP	Conference with Kenneth P. Silverman regarding hearing on turnover of Perkins loan portfolio	0.20	65.00
08/04/17	RJF	Prepare correspondence to Sean Southard regarding Cohn Reznick Bankruptcy Rule 2004 examination	0.10	58.50
08/04/17	RJF	Correspond with Debtor's counsel regarding Bankruptcy Rule 2004 order and application	0.20	117.00
08/04/17	BWP	Revise Rule 2004 application for CohnReznick	1.20	390.00
08/09/17	ACA	Review 2011 workpapers produced by KPMG	2.20	1,375.00
08/10/17	ACA	Review 2011 workpapers produced by KPMG	3.20	2,000.00
08/11/17	ACA	Review 2011 workpapers produced by KPMG	1.00	625.00
08/21/17	RJF	Revise Cohn Reznick Bankruptcy Rule 2004 application	0.20	117.00
08/21/17	ACA	Review various workpapers submitted by KPMG to inform further discovery and review	2.30	1,437.50
08/21/17	ACA	Analyze KPMG 2012 workpapers and review for potential D&O claim	2.70	1,687.50
08/21/17	ACA	Conference with Kenneth P. Silverman regarding potential claims or causes of action against board of directors; discuss audit issues	0.20	125.00
08/21/17	KPS	Conference with Anthony C. Acampora regarding potential claims or causes of action against board of directors; discuss audit issues	0.20	139.00

066648	Committee	Unsecured Creditors	Invoice # 121682	Page 6
08/22/17	ACA	Assemble relevant workpapers and begin analysis	2.50	1,562.50
08/23/17	ACA	Conference with Kenneth P. Silverman regarding KPMG document production and legal malpractice theories	0.30	187.50
08/23/17	KPS	Conference with Anthony C. Acampora regarding KPMG document production and legal malpractice theories	0.30	208.50
08/23/17	KPS	Memorandum to Anthony C. Acampora regarding KPMG production of documents	0.10	69.50
08/28/17	ACA	Analyze board minutes and financial statements	2.20	1,375.00
08/29/17	RJF	Conference with Anthony C. Acampora regarding Cohn Reznick Bankruptcy Rule 2004 order	0.20	117.00
08/29/17	ACA	Conference with Ronald J. Friedman regarding Cohn Reznick Bankruptcy Rule 2004 order	0.20	125.00
08/30/17	ACA	Analyze potential claims against third parties; review documentation in support of same	1.80	1,125.00
Subtotal Litigation			22.50	\$13,662.50
<u>Ret Orders</u>				
08/03/17	BWP	Review supplemental disclosure of RSR Consulting	0.20	65.00
Subtotal Ret Orders			0.20	\$65.00
For professional services rendered			60.50	\$32,862.50

Atty/Para Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Acampora, Anthony C.	19.40	625.00	\$12,125.00
Friedman, Ronald J	25.40	585.00	\$14,859.00
Powers, Brian W.	12.90	325.00	\$3,932.50
Silverman, Kenneth P	2.80	695.00	\$1,946.00
	<u>60.50</u>		<u>\$32,862.50</u>

Disbursements

08/15/2017	FedEx Web Services to:Dowling College	10.86
08/15/2017	FedEx Web Services to:Klestadt & Winters	10.86
08/15/2017	FedEx Web Services to:Mintz	10.86
08/15/2017	FedEx Web Services to:Schulte Roth & Zabel LLP	10.86
08/15/2017	FedEx Web Services to:White & Case LLP	10.86
08/15/2017	FedEx Web Services to:ACA Financial Guaranty Corp.	10.86
08/15/2017	FedEx Web Services to:Office of the United States	10.86

066648 Committee Unsecured Creditors
Trustee (EDNY)

Invoice # 121682 Page 7

TOTAL \$76.02

Disbursement Summary

015	Postage	\$76.02
		<u>\$76.02</u>

Previous Balance \$76,630.47

Balance due \$109,568.99



Attorneys
 100 Jericho Quadrangle, Suite 300, Jericho, New York 11753
 516.479.6300
www.SilvermanAcampora.com

Invoice submitted to:

Fed ID # 11-3489052

Official Committee of Unsecured Creditors

Invoice Date: October 8, 2017

066648 1 Client # 066648 Official Committee of Unsecured Creditors
 Matter # 1 Dowling College

Invoice # 121608

Professional services

			<u>Hours</u>	<u>Amount</u>
	<u>Asset Sale</u>			
09/05/17	BWP	Review notice of proposed sale of 87 Central Boulevard, Oakdale, NY; research regarding valuation in connection with sale	0.40	130.00
09/06/17	KPS	Telephone call to Ronald J. Friedman regarding resolution of CBRE issue concerning engagement issues and marketing and sale issues	0.20	139.00
09/06/17	KPS	Conference with Brian Powers regarding status of sale and marketing of Brookhaven property	0.20	139.00
09/06/17	BWP	Conference with Kenneth P. Silverman regarding Brookhaven sale and status of same	0.20	65.00
09/07/17	KPS	Telephone call from Ronald J. Friedman regarding sale and marketing of Babylon property	0.20	139.00
09/08/17	BWP	Review correspondence from Neil Bivona regarding distribution of proceeds from Oakdale F&E and IP address sales; review orders authorizing sales and stipulation with secured creditors in connection with same	0.80	260.00
09/11/17	RJF	Correspondence with Mintz Levin regarding Brookhaven campus sale review and prepare	0.20	117.00
09/13/17	RJF	Telephone call from Miyoko Sato of Mintz Levin regarding Oppenheimer Brookhaven campus sale position and status of discussions, address items	0.50	292.50

066648	Committee	Unsecured Creditors	Invoice # 121608	Page 2
		pertaining to allocation, broker involvement and bid procedures		
09/13/17	RJF	Telephone call with Sean Southard counsel to Debtor regarding sale of Brookhaven campus motion; update on discussions with Oppenheimer and review open items	0.30	175.50
09/13/17	RJF	Telephone call with Neil Bivona regarding Brookhaven sale process status	0.20	117.00
09/18/17	RJF	Conference with Kenneth P. Silverman regarding motion to approve sales procedures	0.20	117.00
09/18/17	RJF	Review pending residential property sales	0.20	117.00
09/18/17	KPS	Conference with Ronald J. Friedman regarding motion to approve sales procedures	0.20	139.00
09/19/17	RJF	Telephone call from Ian Hammel counsel to Oppenheimer regarding residential sales and establishing reserves for DIP agreement	0.30	175.50
09/19/17	RJF	Telephone call to Sean Southard counsel to Debtor regarding residential sale closings	0.20	117.00
09/19/17	BWP	Review and reply to e-mails from working group regarding continuing asset sales and allocation of proceeds	0.40	130.00
09/19/17	BWP	Conference with Kenneth P. Silverman regarding residential sales and allocation	0.20	65.00
09/19/17	BWP	Conference with Ronald J. Friedman regarding Brookhaven sale and potential distributions (.3); review court filings and documents provided by Debtor in connection with same (.6)	0.90	292.50
09/20/17	RJF	Telephone call with Bob Rosenfeld regarding Brookhaven sale process and procedures	0.50	292.50
09/20/17	RJF	Review stalking horse agreement draft for Brookhaven campus sale and related documents from Debtor's counsel	1.70	994.50
09/20/17	RJF	Telephone call with Sean Southard regarding Brookhaven stalking horse agreement and related documents	0.50	292.50
09/20/17	RJF	Conference with Kenneth P. Silverman regarding Brookhaven Campus sale, broker positions on sale process and upcoming conference call	0.30	175.50
09/20/17	RJF	Conference call with Debtor's professionals, Oppenheimer's professionals and ACA professionals regarding Brookhaven sale process	0.80	468.00
09/20/17	RJF	Receive and review correspondence from Sean Southard regarding discussions with brokers and proposed bid procedures redline	0.20	117.00

066648	Committee	Unsecured Creditors	Invoice # 121608	Page 3
09/20/17	RJF	Review redline of Oakdale sale motion as redrafted to address Brookhaven Campus sale and correspondence from Sean Southard regarding same	0.40	234.00
09/20/17	KPS	Conference with Ronald J. Friedman regarding preparation for conference with debtor and secured creditor concerning marketing and sale of Brookhaven property	0.30	208.50
09/20/17	KPS	Prepare for and participate in teleconference with working team including debtor and creditors counsel and professionals concerning marketing and sale of Brookhaven property; terms and conditions of sale procedures and brokering issues	0.80	556.00
09/20/17	KPS	Conference with Brian Powers and Ronald J. Friedman regarding multiple brokerage retention issues	0.20	139.00
09/20/17	BWP	Review and revise Debtor's proposed Brookhaven APA and stalking horse agreement	2.60	845.00
09/20/17	BWP	Telephone call with working group regarding Brookhaven sale process (.8); follow-up conference with Ronald J. Friedman regarding same (.3)	1.10	357.50
09/20/17	BWP	Review propose bid procedures for Brookhaven Campus	0.70	227.50
09/22/17	BWP	Conference with Kenneth P. Silverman regarding potential revisions to bid and sales procedures motion	0.20	65.00
09/22/17	KPS	Conference with Brian Powers regarding potential revisions to bid and sales procedures motion	0.20	139.00
09/22/17	BWP	Review Debtor's draft documents relating to Brookhaven sale	1.80	585.00
09/25/17	BWP	Conference with Ronald J. Friedman regarding Motion for approval of sale of Brookhaven Campus	0.20	65.00
09/25/17	RJF	Review motion for sale of Brookhaven, Oppenheimer redline comments to APA and related documents	1.20	702.00
09/25/17	RJF	Telephone call from Andy Graiser of A&G regarding Brookhaven Campus sale; discuss sale mechanics and marketing process	0.50	292.50
09/25/17	RJF	Telephone call with Bob Rosenfeld, CRO of the Debtor regarding broker agreement and Brookhaven campus sale	0.20	117.00
09/25/17	RJF	Conference call with Miyoko Sato and Ian Hammel of Mintz Levin, counsel to Oppenheimer regarding Brookhaven Campus sale and desire for agreement on allocation	0.70	409.50
09/25/17	RJF	Conference with Brian Powers regarding Motion for	0.20	117.00

066648	Committee	Unsecured Creditors	Invoice # 121608	Page 4
		approval of sale of Brookhaven Campus		
09/25/17	RJF	Review email correspondence and attachment with CBRE report sent by Oppenheimer counsel following conference call	0.80	468.00
09/25/17	BWP	Review revisions to Brookhaven sale documents proposed by counsel to Oppenheimer; draft correspondence to Debtor's counsel regarding same	1.20	390.00
09/25/17	BWP	Review notice of proposed sale of 48 Van Bomel Boulevard, Oakdale; research regarding fair market value of same in connection with evaluation of proposed sale	0.40	130.00
09/25/17	BWP	Review notice of proposed sale of 72 Chateau Drive, Oakdale; research regarding fair market value of same in connection with evaluation of proposed sale	0.40	130.00
09/26/17	RJF	Conference with Kenneth P. Silverman regarding continuing negotiations with real estate brokers concerning fees and strategies	0.20	117.00
09/26/17	KPS	Conference with Ronald J. Friedman regarding continuing negotiations with real estate brokers concerning fees and strategies	0.20	139.00
09/26/17	RJF	Call with Debtor's counsel regarding Brookhaven sale motion papers, revisions to same, APA revisions and broker process	1.00	585.00
09/26/17	RJF	Telephone call to Andy Graiser of A&G Realty regarding Brookhaven status	0.20	117.00
09/26/17	RJF	Review correspondence from Ian Hammel counsel to Oppenheimer regarding footnote request for easement issue pertaining to Brookhaven Sale motion, respond to same	0.20	117.00
09/26/17	RJF	Telephone call with Bob Rosenfeld regarding broker agreement and status of same	0.30	175.50
09/26/17	RJF	Telephone call to Sean Southard regarding broker agreement and footnote concern of Oppenheimer relative to Brookhaven sale motion	0.20	117.00
09/26/17	BWP	Review e-mail correspondence from various parties relating to revisions to Brookhaven sale papers (.5); review proposed revisions (.8)	1.30	422.50
09/27/17	RJF	Telephone call from Sean Southard regarding Brookhaven Campus sale motion and incorporation of provisions for status conference and discuss preparation of same	0.50	292.50
09/27/17	RJF	Telephone call from Bob Rosenfeld regarding residential sale closing and status of proceeds disbursement	0.20	117.00
09/28/17	RJF	Telephone call to Josh Graff counsel to Joe Chetrit	0.20	117.00

066648	Committee	Unsecured Creditors	Invoice # 121608	Page 5
		regarding potential interest in Brookhaven Campus stalking horse		
09/28/17	RJF	Telephone call with Andy Graiser regarding Brookhaven sale and Amazon RFP and Brookhaven town reference in Newsday	0.10	58.50
		Subtotal	Asset Sale	
			28.50	\$13,619.50
<u>Case Administration</u>				
09/05/17	BWP	Review Debtor's draft motion to authoirize payment of Oakdale proceeds; review proposed allocation	0.80	260.00
09/06/17	RJF	Review motion for disposition of sale proceeds	0.20	117.00
09/06/17	RJF	Correspondence with Miyoko Sato counsel to Oppenheimer	0.20	117.00
09/06/17	RJF	Correspondence with Sean Southard, counsel to Debtor	0.20	117.00
09/06/17	BWP	Reivew and reply to e-mails from Joe Corneau, Brian Pfeiffer, and Ronald J. Friedman regarding motion to approve remittance of Oakdale procees	0.30	97.50
09/11/17	KPS	Conference with Brian W. Powers regarding distribution to secured creditors on salwe of certain assest	0.20	139.00
09/11/17	RJF	Review DIP waterfall and IP sale proceeds analysis	0.20	117.00
09/11/17	BWP	Conference with Kenneth P. Silverman regarding distribution to secured creditors on sale of certain assets	0.20	65.00
09/12/17	RJF	Telephone call to Ian Hammel and calls with Miyoko Sato, email correspondence to counsel to Oppenheimer	0.20	117.00
09/12/17	RJF	Receive and review correspondence from Counsel to Debtor regarding Oppenheimer status	0.10	58.50
09/12/17	BWP	Telephone call with Martin Schoenhals regarding case and sale status	0.50	162.50
09/14/17	RJF	Telephone call with Neil Bivona regarding DIP budget	0.20	117.00
09/15/17	RJF	Review correspondence from Neil Bivona on behalf of the debtor regarding updated budget and revised DIP documents for same	0.30	175.50
09/18/17	KPS	Memorandum to Brian Powers regarding debtor's application to authorize: (I) employment of accounts receivable attorneys; (II) establishment of segregated trust account; and (iii) establishing monthly fee reporting requirements	0.20	139.00
09/19/17	RJF	Telephone call with counsel to Debtor Sean Southard regarding claim analysis and objections	0.20	117.00

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09/19/17	BWP	Review Debtor's monthly operating report	0.30	97.50
09/20/17	BWP	Review revised order with respect to Perkins loan portfolio (.2); telephone call with Debtor's counsel and DOE regarding same (.2)	0.40	130.00
09/20/17	BWP	Review waterfall analysis prepared by Debtor in connection with sale proceeds (.6); conference with Ronald J. Friedman regarding same (.3)	0.90	292.50
09/20/17	RJF	Confer with Sean Southard regarding Perkins Loan motion and order; review redline of the proposed order.	0.50	292.50
09/20/17	RJF	Conference call with Sean Southard, Jim Knapp and Natasha Varnovitsky and Brian Powers regarding Perkins Loan motion, revisions to order and negotiate proposed resolution	0.50	292.50
09/22/17	BWP	Conference with Kenneth P. Silverman regarding analyzing waterfall and review for post confirmation distribution chart; cash flow projections and budget	0.20	65.00
09/22/17	KPS	Conference with Brian Powers regarding analyzing waterfall and review for post confirmation distribution chart; cash flow projections and budget	0.20	139.00
09/26/17	BWP	Review file and prepare same for hearings on 9/27	0.70	227.50
09/27/17	RJF	Prepare for hearings before Judge Grossman, review agenda and motions and related documents	0.70	409.50
09/27/17	RJF	Attend status conference, motion to approve payment to ACA from Oakdale proceeds, DOE motion relating to Perkins Loans, retention of RCM and Forster & Garbus LLP for student receiveable collections, conference with Bob Rosenfeld, Neil Bivona, Ron Parr, Howard Kleinberg, Rich McCord, Stan Yang, Adam Berkowitz and Sean Southard counsel to the Debtor	1.30	760.50
09/27/17	RJF	Review agenda items post hearing with Brian Powers for memorandum to Committee	0.20	117.00
09/27/17	KPS	Telephone call to Ronald J. Friedman regarding status conference and related marketing and sale of Brookhaven property; status of Perkins loan portfolio; employment of receivable collection firm, and WARN Act claims	0.30	208.50
Subtotal			10.20	\$4,948.00
Case Administration				
<u>Claims Admin/Ob</u>				
09/19/17	BWP	Review and analyze priority claims	2.30	747.50
09/22/17	BWP	Review and analyze priority claims in connection with potential distribution scenarios	1.80	585.00
09/25/17	RJF	Review status of WARN Act claims	0.20	117.00

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Subtotal Claims Admin/Ob

4.30

\$1,449.50

Fee Application

09/07/17	BWP	Review monthly compensation report of RSR Consulting	0.20	65.00
09/14/17	BWP	Revise legal bill for compliance with UST guidelines	0.70	No Charge
09/15/17	BWP	Review monthly fee statement of FPM Group	0.20	65.00
09/15/17	BWP	Review monthly fee statement of Smith & Downey	0.20	65.00
Subtotal Fee Application			<u>1.30</u>	<u>\$195.00</u>

Financing

09/14/17	BWP	Conference with Ronald J. Friedman regarding DIP budget	0.20	65.00
09/14/17	RJF	Review DIP documents and proposed budget	0.70	409.50
09/14/17	RJF	Conference with Brian Powers regarding DIP budget	0.20	117.00
09/15/17	BWP	Review e-mail from Neil Bivona regarding DIP budget extension; review proposed budget and related documents	0.70	227.50
09/19/17	KPS	Review revised DIP budget and memo to Brian Powers	0.20	139.00
09/22/17	BWP	Review revised proposed DIP extension budget	0.50	162.50
Subtotal Financing			<u>2.50</u>	<u>\$1,120.50</u>

Litigation

09/01/17	ACA	Analyze insider claims and related documentation	3.70	2,312.50
09/08/17	ACA	Review materials and analyze potential claims against insiders and professionals	2.50	1,562.50
09/11/17	ACA	Analyze third party claims of estate	2.40	1,500.00
09/12/17	ACA	Conference with Kenneth P. Silverman regarding review of board of directors' minutes and related documents	0.20	125.00
09/12/17	ACA	Analyze documents and third party claims of the estate	3.40	2,125.00
09/12/17	KPS	Conference with Anthony C. Acampora regarding review of board of directors' minutes and related documents	0.20	139.00
09/13/17	ACA	Analyze documents and potential insider and third party claims	1.40	875.00
09/14/17	ACA	Draft D&O and insider and related party analysis	2.00	1,250.00
09/15/17	ACA	Analyze related insider claims	1.40	875.00
09/18/17	ACA	Conference with Kenneth P. Silverman regarding directors' and officers' potential liability claims and	0.20	125.00

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		related review of materials		
09/18/17	KPS	Conference with Anthony C. Acampora regarding directors' and officers' potential liability claims and related review of materials	0.20	139.00
09/19/17	ACA	Analyze insider claims and related documentation	1.80	1,125.00
09/21/17	ACA	Analyze insider claims and financial information	2.20	1,375.00
09/21/17	ACA	Draft memorandum regarding insider claims	1.30	812.50
09/26/17	KPS	Review agenda for hearings for September 27th and memo to Ronald J. Friedman	0.20	139.00
09/27/17	RJF	Confer with Anthony C. Acampora regarding pursuit of claims on behalf of estate against third parties in response to Court's inquiry of how matters transpired; review document production items	1.00	585.00
09/27/17	ACA	Confer with Ronald J. Friedman regarding pursuit of claims on behalf of estate against third parties in response to Court's inquiry of how matters transpired; review document production items	1.00	625.00
09/27/17	ACA	Analyze insider issues and claims in accordance with Court suggestion	2.10	1,312.50
Subtotal		Litigation	<u>27.20</u>	<u>\$17,002.00</u>

Ret Orders

09/13/17	BWP	Review Debtor's application to retain Receivable Collections Services, LLC	0.40	130.00
Subtotal		Ret Orders	<u>0.40</u>	<u>\$130.00</u>

For professional services rendered 74.40 \$38,464.50

Atty/Para Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Acampora, Anthony C.	25.60	625.00	\$16,000.00
Friedman, Ronald J	20.30	585.00	\$11,875.50
Powers, Brian W.	24.30	325.00	\$7,670.00
Silverman, Kenneth P	4.20	695.00	\$2,919.00
	<u>74.40</u>		<u>\$38,464.50</u>

Disbursements

09/19/2017	FedEx Web Services to:Dowling College	10.97
09/19/2017	FedEx Web Services to:Klestady & Winters	10.97
09/19/2017	FedEx Web Services to:Mintz Levin Cohn Ferris Glovsky and Popeo PC	10.97
09/19/2017	FedEx Web Services to:Schulte Roth & Zabel LLP	10.97

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09/19/2017	FedEx Web Services to:White & Case LLP		10.97
09/19/2017	FedEx Web Services to:ACA Financial Guaranty Corp.		10.97
09/19/2017	FedEx Web Services to:Office of the United States Trustee		10.97
TOTAL			<u>\$76.79</u>

Disbursement Summary

015	Postage	<u>\$76.79</u>
		\$76.79
Previous Balance		\$38,089.18
Balance due		<u><u>\$76,630.47</u></u>